



# Department of Commerce

Division of Securities  
 77 South High Street, 22nd Floor  
 Columbus, Ohio 43215-6131  
 Telephone (614) 644-7381

File Number

Form 6(A)(1)  
 Pursuant to R.C. Section  
 1707.06(A)(1)

| Registrant Must Not Complete.<br>Division Record - -            | Date   | Checked<br>By | Notation |               |         |
|---|--------|---------------|----------|---------------|---------|
| Fee (\$50.00) Received _____                                    |        |               |          |               |         |
| Prior registrations checked _____                               |        |               |          |               |         |
| Examined as to form _____                                       |        |               |          |               |         |
| Amendment requested _____                                       |        |               |          |               |         |
| Acknowledgment sent _____                                       |        |               |          |               |         |
| Accepted for filing _____                                       |        |               |          |               |         |
| Registration withdrawn _____                                    |        |               |          |               |         |
| Registration suspended _____                                    |        |               |          |               |         |
| Registration refused _____                                      |        |               |          |               |         |
| Examination requested _____                                     |        |               |          |               |         |
| <b>This Registration (Registrant <i>Must Not Complete.</i>)</b> |        |               |          |               |         |
| (Section)   | (File) | (Date)        | (Amount) | (Description) | (Price) |
|   |        |               |          |               |         |

**Note: Use this form only** when the corporation wishes to register a transaction in securities for future sales under R.C. Section 1707.06(A)(1). **Separate Forms** must be obtained from the Division for registration under R.C. Sections 1707.06(A)(2), (3), **or** (4).

If the space provided on this form is inadequate for full response, attach an exhibit numbered to correspond to the number of the question thereby answered.

**Integration:** The issuer should be aware that all sales of securities before or after this filing may be subject to integration with this offering by the Division. Factors considered particularly relevant to integration include: 1) Are the offerings part of a single plan of financing? 2) Do the offerings involve issuance of the same class of security? 3) Are the offerings made at or about the same time? 4) Is the same type of consideration to be received? 5) Are the offerings made for the same general purpose?

### COMPLETE ALL ITEMS

- Is the issuer a Corporation?  YES  NO
- Issuer's corporation name \_\_\_\_\_  
 (Payer's Federal Tax Identification Number)
- Issuer's principal business office \_\_\_\_\_  
 (Street and Number) (City, State, Zip) (Phone)
- Statutory Agent: \_\_\_\_\_  
 (Name) (Street and Number) (City, State, Zip) (Phone)
- Date and state of issuer's incorporation: \_\_\_\_\_

(Month, Day and Year)

(State)

6. State **specifically** the actual business in which issuer is engaged or will engage: \_\_\_\_\_
- 
7. Will the securities be sold only by the issuing corporation?  YES  NO If no, identify name of dealer licensed in Ohio which will be used in connection with the sales of these securities. \_\_\_\_\_
8. Will all such securities be sold for cash or tangible property location in Ohio?  YES  NO
9. Will the total commission, remuneration, expense or discount, excluding legal, accounting, and printing fees of the corporation, in connection with the sale of such securities be limited to three per cent of the initial offering price?  YES  NO
10. List all prior registrations or claims of exemption by the issuer under the Ohio Securities Act, Chapter 1707, Ohio Revised Code.

| <u>Date</u> | <u>Price</u> | <u>Section No.</u> | <u>Description of Securities</u> | <u>File No. (if applicable)</u> |
|-------------|--------------|--------------------|----------------------------------|---------------------------------|
|             |              |                    |                                  |                                 |
|             |              |                    |                                  |                                 |

11. Provide the following information about the capital structure of the corporation.

(a.) Shares now authorized by Articles of Incorporation including amendments, if any. Attach elaboration, if necessary:

| <b>I. Common</b>         | Par Value | Voting   | No. of Shares Outstanding Prior to Filing                |  |   |
|--------------------------|-----------|--|--|--|---|
| No. of Shares            | _____     | <input type="checkbox"/> YES <input type="checkbox"/> NO | _____  |  |   |
| _____                    | _____     | _____  | _____  |  |   |
| <b>I. Preferred</b>      | Par Value | Dividend Rate  | Cumulative   | Voting   | No. of Shares Outstanding Prior to Filing |
| No. of Shares            | _____     | _____  | <input type="checkbox"/> YES <input type="checkbox"/> NO | <input type="checkbox"/> YES <input type="checkbox"/> NO | _____                                     |
| _____                    | _____     | _____  | _____  | _____  | _____                                     |
| <b>II. Other Classes</b> | Par Value | Dividend Rate  | Cumulative   | Voting   | No. of Shares Outstanding Prior to Filing |
| No. of Shares            | _____     | _____  | <input type="checkbox"/> YES <input type="checkbox"/> NO | <input type="checkbox"/> YES <input type="checkbox"/> NO | _____                                     |
| _____                    | _____     | _____  | _____  | _____  | _____                                     |

(b.) Describe briefly issuer's outstanding securities other than shares, such as issues of notes, bonds, debentures, trust certificates, etc. State: (1) amount outstanding; (2) date of issue; (3) date of maturity; (4) redemption provisions; (5) interest rate; (6) nature of security therefore; (7) conversion rights. (If none, so state.)

12. (a.) State number, class, price and amount of all shares, preferred or common, to be **registered under this form**.

| No. of Shares | Class of Shares | Exact Sale Price Per Share | Total Sale Price of all Shares |
|---------------|-----------------|----------------------------|--------------------------------|
|               |                 |                            |                                |
|               |                 |                            |                                |

(b.) Describe briefly and state number, class, price and amount of issuer's securities other than shares, such as promissory notes, bonds or debentures, to be **registered under this form**. (If none, so state.)

(c.) State the maximum period of time during which the securities will be offered (**Not to exceed sixteen months**).

13. Have securities been previously issued for intangibles? (R.C. Section 1707.01(L)(1) defines intangible property as "patents, copyrights, secret processes, formulas, services, goodwill, promotion and organization fees and expenses, trademarks, trade brands, trade names, licenses, franchises, any other assets treated as intangible according to sound accounting practices, and securities, accounts receivable, or contract rights having no readily determinable value.")

YES  NO If the answer is "YES" furnish as Exhibit 13 the nature of the intangibles received, when issued, and the number and class of securities received therefore.

14. Attach the following required Exhibits. (State if a provision below is not applicable.)

- A. Unless the corporation or its predecessor has engaged in operations less than 90 days prior to the date of this registration, attach a copy of issuer's balance sheet with appropriate footnotes and profit and loss statement for the most recent fiscal year and the last quarterly accounting period, either audited or attested to by an executive officer. Reports prepared by an independent accountant must include a letter from the accountant consenting to the use of the report of the application. Designate as Exhibit 14-A.
- B. Attach an exact copy of the Articles of Incorporation including amendments and any language in the Code of Regulations or By-Laws relating to (1) voting rights; (2) dividend rights; (3) liquidation rights; (4) preemptive rights; (5) subscription rights; (6) conversion rights; and (7) redemption provisions of issuer's shares. If no rights are expressly given by the Articles, Code of Regulations, or By-Laws a statement should be made that shareholders have only such rights as are provided by statute. Attach all contracts between the corporation and individual shareholders, including any close corporation agreements. Attach all contracts between the corporation and individual shareholders that materially affect other shares. Attach copies of any present or intended contracts that will have a significant and material impact upon the operations of the corporation. Designate as Exhibit 14-B.
- C. If these securities will be sold for tangible property located in Ohio, attach an exhibit stating the number and class of securities to be exchanged therefore, the property to be exchanged for the securities, and a sworn appraisal by a qualified, disinterested, nonaffiliated appraiser or such other proof as may be available as to the true value of such consideration. Designate as Exhibit 14-D.
- D. A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000. Designate as Exhibit 14-D
- E. Attach a copy of all printed material to be used in connection with the sale of these securities including, but not limited to, advertising, offering circulars, business plans and projections, marketing and financial analysis forecasts, and any other literature. All materials used in connection with the sale of the securities must be approved by the Division prior to any use of the materials. Designate as Exhibit 14-E.
- F. Attach a specimen of the security to be sold pursuant to this registration and a copy of the Resolution of the Board of Directors authorizing its sale. Designate as Exhibit 14-F.
- G. If issuer is not domiciled in Ohio, attach Form 11. (see R.C. Section 1707.11.)
- H. Attach an exhibit describing the use of proceeds from this offering. Designate as Exhibit 14-H.

15. \_\_\_\_\_  
 (Name) (Street and Number) (City, State, Zip) (Phone)  
 \_\_\_\_\_  
 (Facsimile)

**SIGNATURE**

Issuer \_\_\_\_\_

By \_\_\_\_\_

**VERIFICATION**

(Verification by One Person is Sufficient)

County of \_\_\_\_\_

State of \_\_\_\_\_

The undersigned, \_\_\_\_\_ being first duly sworn,  
deposes and says:

That he has executed the foregoing for, on behalf of, the applicant named therein; that he is \_\_\_\_\_ of such applicant and is fully authorized to execute and file such application; that he is familiar with such application and the facts underlying such application; and that to the best of his knowledge, information and belief, the statements made in such application are true and the documents submitted herewith are true copies of the original thereof.

\_\_\_\_\_  
Signature of Person Sworn

\_\_\_\_\_  
Office Held

\_\_\_\_\_  
Month, Day and Year

Subscribed and sworn to before me

\_\_\_\_\_  
Signature of Notary Public

A Certificate of Acknowledgment will be mailed at effectiveness in seven business days pursuant to R.C. Section 1707.08 if the registration by description is not suspended or refused pursuant to R.C. Sections 1707.13 or 1707.131. No form can be returned for correction, nor can a refund be made of filing fees.

Submit completed registration together with \$50.00 fee to Division of Securities, 77 South High Street, Floor 22, Columbus, Ohio 43215-6131.